

BURLINGTON NORTHERN EQUIPMENT TRUST OF 1970, SERIES 1

Supplemental Lease of Equipment

AGREEMENT dated as of the 21st day of September, 1972, between THE CHASE MANHATTAN BANK, (National Association), a national banking association existing under the laws of the United States of America (hereinafter called the "Trustee"), party of the first part, and BURLINGTON NORTHERN INC., a corporation duly organized and existing under the laws of the State of Delaware, part of the second part,

WHEREAS, by a certain Agreement dated as of August 1, 1970, executed by The Chase Manhattan Bank, (National Association), Trustee, and the Company, there was established "Burlington Northern Railway Equipment Trust of 1970, Series 1;" and

WHEREAS, by the terms of the Lease contained in ARTICLE FIVE of said Equipment Trust Agreement, between the parties hereto, the Trustee did lease to the Company the railroad equipment described in SCHEDULE A to said Equipment Trust Agreement, and

WHEREAS, certain of the cars included in the railroad equipment so described have been destroyed by accident and the Company pursuant to ARTICLE FIVE, SECTION 5.07 of

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said Equipment Trust Agreement, has elected to cause to be conveyed to the Trustee other equipment of a fair value of not less than the fair value of the Trust Equipment destroyed, and

WHEREAS, pursuant to the provisions of said Agreement, there is being transferred to the Trustee, for replacement purposes, title to three (3) 100-ton CF conditionaire cars, bearing Burlington Northern Road Nos. 453007, 453008 and 453009 which are to be delivered to the Company as part of the equipment included in said Trust, and

WHEREAS, pursuant to said ARTICLE FIVE, SECTION 5.07 of said Equipment Trust Agreement, the parties desire to subject said 100-ton CF conditionaire cars to the terms and conditions of said Lease;

NOW, THEREFORE, it is agreed:

1. That pursuant to the provisions of ARTICLE FIVE, SECTION 5.07 of said Equipment Trust Agreement dated the 1st day of August, 1970, the Trustee has let and leased, and does hereby let and lease, to the Company said three (3) 100-ton CF conditionaire cars bearing Burlington Northern Road Nos. 453007, 453008 and 453009, under and subject to all the terms and conditions of said Equipment Trust Agreement dated the 1st day of August, 1970, and the Company does hereby agree to accept delivery and possession of said 100-ton CF conditionaire cars thereunder.

2. Said cars numbered 453007, 453008 and 453009, shall be deemed to be a portion of the Trust Equipment leased by the Trustee to the Company under said Equipment Trust Agreement in all respects as if the same had been so delivered to the Company simultaneously with the execution and delivery of said Equipment Trust Agreement, and shall be subject to all the terms and conditions of that said Equipment Trust Agreement.

3. It is understood and agreed that except as otherwise provided in said Equipment Trust Agreement dated August 1, 1970, the title to and ownership of said cars Nos. 453007, 453008 and 453009 shall be reserved to and remain in the Trustee, notwithstanding the delivery of the same to and the possession and use thereof by the Company.

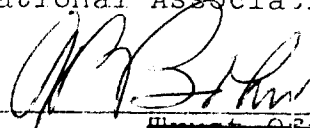
IN WITNESS WHEREOF, the Trustee and the Company, pursuant to due corporate authority, have caused these presents to be signed and their respective corporate names and their respective corporate seals to be affixed hereto and attested, as of the day and year first above written.

THE CHASE MANHATTAN BANK
(National Association)

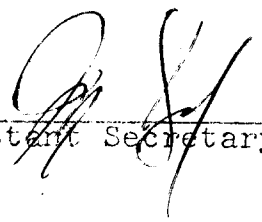
(SEAL)

ATTEST:

By


~~Trust Officer~~

SECOND VICE PRESIDENT



Assistant Secretary

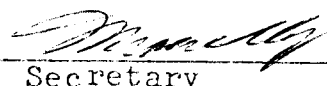
BURLINGTON NORTHERN INC.

(SEAL)

ATTEST:

By


Vice President


Secretary

STATE OF NEW YORK)
) SS
COUNTY OF NEW YORK)

On this 5th day of October, 1972, before me personally appeared **A. R. BOHM**, to me personally known, who being by me duly sworn, says that he is a ~~Trust~~ **SECOND VICE PRESIDENT** ~~Officer~~ of The Chase Manhattan Bank, that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

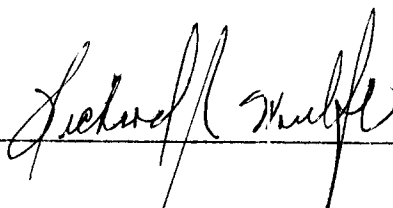
[Signature]
JOAN M. COSENZA
NOTARY PUBLIC, State of New York
No. 24-5827690
Qualified in Kings County
Certificate Filed with New York Co. Clerk
Commission Expires March 30, 1974

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Commission Expires March 30, 1974

STATE OF MINNESOTA)
) SS
COUNTY OF RAMSEY)

On this 21st day of Sept. , 1972 before me personally appeared W.K. Bush, to me personally known, who being by me duly sworn, says that he is a Vice President of Burlington Northern Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)



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X NOTARY PUBLIC - MINNESOTA X
X RAMSEY COUNTY X
X My Commission Expires Apr. 30, 1977 X
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